FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Shaffer James P	**HALOZYME THERAPEUTICS INC [HALO]**	_____ Director _____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	__ **X** __ Officer (give title below) _____ Other (specify below)
11388 SORRENTO VALLEY ROAD	**2/2/2014**	**VP & Chief Commercial Officer**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
SAN DIEGO, CA 92121		_ **X** _ Form filed by One Reporting Person
(City) (State) (Zip)		___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**2/2/2014**		**M**		**10387** (1)	**A**	**$0**	**47919**	**D**	
Common Stock	**2/2/2014**		**M**		**1242** (2)	**A**	**$0**	**49161**	**D**	
Common Stock	**2/4/2014**		**M**		**4864** (3)	**A**	**$0**	**54025**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	**$0.0**	**2/2/2014**		**M**			**16204**	**2/2/2014**	**2/2/2022**	**Common Stock**	**16204.0**	**$0**	**48612**	**D**	
Restricted Stock Units	**$0.0**	**2/2/2014**		**M**			**2084**	**2/2/2014**	**2/2/2022**	**Common Stock**	**2084.0**	**$0**	**4166**	**D**	
Restricted Stock Units	**$0.0**	**2/4/2014**		**M**			**7500**	**2/4/2014**	**2/4/2023**	**Common Stock**	**7500.0**	**$0**	**22500**	**D**	

Explanation of Responses:

(1) Represents net settlement for the vesting of 16,204 shares of a restricted stock unit award granted in February 2012. Upon vesting on February 2, 2014, the reporting person received a settlement of 10,387 shares of Halozyme common stock. 5,817 shares were withheld as payment for minimum statutory tax withholding requirement.

(2) Represents net settlement for the vesting of 2,084 shares of a restricted stock unit award granted in February 2012. Upon vesting on February 2, 2014, the reporting person received a settlement of 1,242 shares of Halozyme common stock. 842 shares were withheld as payment for minimum statutory tax withholding requirement.

(3) Represents net settlement for the vesting of 7,500 shares of a restricted stock unit award granted in February 2013. Upon vesting on February 4, 2014, the reporting person received a settlement of 4,864 shares of Halozyme common stock. 2,636 shares were withheld as payment for minimum statutory tax withholding requirement.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaffer James P **11388 SORRENTO VALLEY ROAD** **SAN DIEGO, CA 92121**			**VP & Chief Commercial Officer**	

Signatures

By: Jean Liu, Attorney-in-fact For: James P. Shaffer **2/4/2014**

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.